

Subject: RE: South Park Walkability Project Contract

From: Josh Kreger <josh@southpark.la>

Date: 12/30/2015 05:38 PM

To: Sonnet Hui <sonnethui@hazensgroup.com>, Jessica Lall <jessica@southpark.la>, "Canniff, Andrew" <ACanniff@suffolk.com>

CC: Mark Wareham <mwareham@mackurban.com>, James Pugh <JPugh@sheppardmullin.com>, Bob Buente <bbuente@1010dev.org>, Deborah Murphy <deborahmurphy@me.com>, Tim Fremaux <tim.fremaux@lacity.org>

Awesome!! Thank you so much Sonnet!!

Josh Kreger

Director of Real Estate & Planning

South Park Business Improvement District

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view commercial vacancies at: www.southpark.la/vacancies <<http://www.southpark.la/vacancies>>

From: Sonnet Hui [<mailto:sonnethui@hazensgroup.com>]

Sent: Wednesday, December 30, 2015 2:48 PM

To: Jessica Lall <jessica@southpark.la>; Canniff, Andrew <ACanniff@suffolk.com>

Cc: Mark Wareham <mwareham@mackurban.com>; James Pugh <JPugh@sheppardmullin.com>; Josh

Kreger <josh@southpark.la>; Bob Buente <bbuente@1010dev.org>; Deborah Murphy

<deborahmurphy@me.com>; Tim Fremaux <tim.fremaux@lacity.org>

Subject: RE: South Park Walkability Project Contract

I have some good news. Our construction attorney Ted Gropman from Pepper Hamilton has graciously offered to review the agreement pro bono. He has a copy of the DB agreement and will have comments and suggestions back next week. I will put him in direct contact with Jessica and Josh in a separate email. His contact information is as follows:

Ted R Gropman

Partner

350 South Grand Avenue | Two California Plaza | Suite 3400

Los Angeles, California 90071-3427

p: 213.928.9812 | f: .866.227.3836

Sonnet Hui | Executive Project Director
Hazens Group | Jia Yuan USA Co., Inc.

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Office: (213) 995-6833 | Ext.332

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[<mailto:sonnethui@hazensgroup.com>](mailto:sonnethui@hazensgroup.com)

From: Jessica Lall [<mailto:jessica@southpark.la>]

Sent: Monday, December 28, 2015 8:02 PM

To: Canniff, Andrew <ACanniff@suffolk.com [<mailto:ACanniff@suffolk.com>](mailto:ACanniff@suffolk.com)>; Sonnet Hui
<sonnethui@hazensgroup.com [<mailto:sonnethui@hazensgroup.com>](mailto:sonnethui@hazensgroup.com)>

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<josh@southpark.la [<mailto:josh@southpark.la>](mailto:josh@southpark.la)>; Bob Buente <bbuente@1010dev.org
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Subject: Re: South Park Walkability Project Contract

Hi everyone -

Thanks so much for taking a hard look at this and being so thoughtful. I had proposed the idea of hiring our own counsel at the mtg – and it didn't seem to have much traction, but it seems like it is now the best way to go.

Sonnet/Drew – if you guys have someone you'd recommend, let's move forward. I would personally prefer to pay someone so we don't run in to a volunteer who is great, but slower to move. Tomorrow is my last day in the office before returning 1/4. I'm happy to see if we can make a call work tomorrow, or have Josh participate – or when we return.

Let me know how we should proceed.

Thanks again!

Jessica Lall

South Park BID

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24/7: 866 560 9346

From: Andrew Canniff <ACanniff@suffolk.com <<mailto:ACanniff@suffolk.com>> >
Date: Monday, December 28, 2015 at 6:36 PM
To: Sonnet Hui <sonnethui@hazensgroup.com <<mailto:sonnethui@hazensgroup.com>> >
Cc: Jessica Lall <jessica@southpark.la <<mailto:jessica@southpark.la>> >, Mark Wareham <mwareham@mackurban.com <<mailto:mwareham@mackurban.com>> >, James Pugh <JPugh@sheppardmullin.com <<mailto:JPugh@sheppardmullin.com>> >, Joshua Kreger <josh@southpark.la <<mailto:josh@southpark.la>> >, Bob Buente <bbuente@1010dev.org <<mailto:bbuente@1010dev.org>> >
Subject: Re: South Park Walkability Project Contract

Sonnet,

I completely agree. To echo that, I would be happy to have a read through with our west coast regional counsel who is based out of our Downtown Los Angeles Office. For all those who would like to attend please let me know and I will send out a meeting invitation and call in number. Jessica - please advise if you would like me to set something like this up for later in the week.

Regards,

DC

Sent from my iPhone

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Andrew Canniff

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On Dec 28, 2015, at 6:30 PM, Sonnet Hui <sonnethui@hazensgroup.com
<<mailto:sonnethui@hazensgroup.com>> > wrote:

Dear all,

I have spent a good amount of time reviewing this contract and I'd like to echo Mark's suggestion and have a construction attorney review it. First of all, this is not a standard industry DB agreement and at first read it seems to favor the DB team and doesn't do enough to protect us as the owner. Although I understand that the project is yet to be defined, however the agreement is a tool to manage risk and it is too vague as it currently stands. The contract negotiation process provides an opportunity to set the professional relationship on a firm and productive course, and it is critical that it is done right. This sets the stage for our year-long working relationship with the DB team. All parties must have a full appreciation of the issues involved in the negotiation process, their interrelationships and relative importance to the end result, the project.

One of the most important aspects of a construction contract is to define Scope of Work, Time and Contract Price, which this agreement doesn't have. I understand that none

of these are defined but it is important that the agreement makes clear how we will arrive at these critical aspects. A construction attorney will also need to review issues such as change orders, limitation of liability clauses, substantial completion, contract termination, indemnity, insurance, delays, liquidated damages, disputed resolutions and arbitration provisions, etc.,

I know that time is of an essence and I think we can get there soon with some legal advice/input. I will consult with my construction attorney tomorrow morning and provide this group with some input tomorrow.

Stay tuned!

Sonnet

Sonnet Hui | Executive Project Director
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From: Jessica Lall [<mailto:jessica@southpark.la>]
Sent: Monday, December 28, 2015 9:43 AM
To: Canniff, Andrew <ACanniff@suffolk.com [<mailto:ACanniff@suffolk.com>](mailto:ACanniff@suffolk.com) >; Sonnet Hui <sonnethui@hazensgroup.com [<mailto:sonnethui@hazensgroup.com>](mailto:sonnethui@hazensgroup.com) >; Mark Wareham <mwareham@mackurban.com [<mailto:mwareham@mackurban.com>](mailto:mwareham@mackurban.com) >; Deborah Murphy <deborahmurphy@me.com [<mailto:deborahmurphy@me.com>](mailto:deborahmurphy@me.com) >; Tim Fremaux <tim.fremaux@lacity.org [<mailto:tim.fremaux@lacity.org>](mailto:tim.fremaux@lacity.org) >; James Pugh <JPugh@sheppardmullin.com [<mailto:JPugh@sheppardmullin.com>](mailto:JPugh@sheppardmullin.com) >
Cc: Josh Kreger <josh@southpark.la [<mailto:josh@southpark.la>](mailto:josh@southpark.la) >; Bob Buente <bbuente@1010dev.org [<mailto:bbuente@1010dev.org>](mailto:bbuente@1010dev.org) >
Subject: Re: South Park Walkability Project Contract

Hi Everyone -

I hope everyone had a great holiday.

I just wanted to circle back on this and see if there are any final comments, or if any of you would like more time? We've only heard back from Drew.

Thanks,

Jessica Lall

South Park BID

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From: Jessica Lall <jessica@southpark.la <<mailto:jessica@southpark.la>> >
Date: Tuesday, December 22, 2015 at 8:53 AM
To: Andrew Canniff <ACanniff@suffolk.com <<mailto:ACanniff@suffolk.com>> >, Sonnet Hui <sonnethui@hazensgroup.com <<mailto:sonnethui@hazensgroup.com>> >, Mark Wareham <mwareham@mackurban.com <<mailto:mwareham@mackurban.com>> >, Deborah Murphy <deborahmurphy@me.com <<mailto:deborahmurphy@me.com>> >, Tim Fremaux <tim.fremaux@lacity.org <<mailto:tim.fremaux@lacity.org>> >, James Pugh <JPugh@sheppardmullin.com <<mailto:JPugh@sheppardmullin.com>> >
Cc: Joshua Kreger <josh@southpark.la <<mailto:josh@southpark.la>> >, Bob Buente <bbuente@1010dev.org <<mailto:bbuente@1010dev.org>> >
Subject: Re: South Park Walkability Project Contract

Thanks so much, Drew, for the quick turnaround.

We are moving offices today so I won't get to look at it today. If others have thoughts, please let us know and we can consolidate and circulate a final draft.

Thanks!

Jessica Lall

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From: Andrew Canniff <ACanniff@suffolk.com <<mailto:ACanniff@suffolk.com>> >

Date: Monday, December 21, 2015 at 4:24 PM

To: Jessica Lall <jessica@southpark.la <<mailto:jessica@southpark.la>> >, Sonnet Hui <sonnethui@hazensgroup.com <<mailto:sonnethui@hazensgroup.com>> >, Mark Wareham <mwareham@mackurban.com <<mailto:mwareham@mackurban.com>> >, Deborah Murphy <deborahmurphy@me.com <<mailto:deborahmurphy@me.com>> >, Tim Fremaux <tim.fremaux@lacity.org <<mailto:tim.fremaux@lacity.org>> >, James Pugh <JPugh@sheppardmullin.com <<mailto:JPugh@sheppardmullin.com>> >

Cc: Joshua Kreger <josh@southpark.la <<mailto:josh@southpark.la>> >, Bob Buente <bbuente@1010dev.org <<mailto:bbuente@1010dev.org>> >

Subject: RE: South Park Walkability Project Contract

Team,

I hope everyone had a great weekend. I skimmed over the document and added a several comments which I would recommend including. Please let me know if you have any questions or comments.

Regards,

DC

<image002.png> <<http://www.suffolk.com>>

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From: Jessica Lall [<mailto:jessica@southpark.la>]
Sent: Monday, December 21, 2015 9:48 AM
To: Sonnet Hui; Mark Wareham; Canniff, Andrew; Deborah Murphy; Tim Fremaux; James Pugh
Cc: Josh Kreger; Bob Buente
Subject: FW: South Park Walkability Project Contract

Hi Everyone -

Thank you all for your participation in last week's mtg on My Fig Money – I think it was very productive and obviously wouldn't have been possible without your participation.

In the interest of time and moving things along as quickly as possible, I spoke with Bob as Dan offered to edit the Consensus contract before end of year with all of our comments incorporated here, and our ability to weigh in. If he ends up needing to edit the DBIA, it's going to take him considerably longer OR SPBID will need to use project funds to hire our own legal counsel to do so – also going to take much longer, and eat up funding. Bob and I thought it would be best to first give his contract a shot, and if there are considerable concerns, we can look at option 2.

That being said, attached is the draft contract w/ track changes. If you can take a look and either send us your track changes back OR tell us if you are not comfortable using this contract, and if there is consensus, we can find an alternative route.

We appreciate your patience, assistance and flexibility!

Best,

Jessica Lall

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From: "McGrew, Dan" <DMcgrew@GriffithCompany.net>
<<mailto:DMcgrew@GriffithCompany.net>> >
Date: Friday, December 18, 2015 at 4:13 PM
To: Jessica Lall <jessica@southpark.la <<mailto:jessica@southpark.la>> >, Joshua
Kreger <josh@southpark.la <<mailto:josh@southpark.la>> >
Subject: South Park Walkability Project Contract

Jessica and Josh:

Well I took a stab at completing the contract. Most is complete and correct, however I need to get license numbers for the designers and the typical limits of their professional liability insurance... these are all very qualified and established firms so I am certain the insurance they carry is more than adequate for our project.

Please look at the compensation section (Article 7) for payment- basically to be determined later as we discussed.

Let me know if you have any questions or comments.

Dan McGrew

Vice President

Business Development

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